

HEARTBEAT VICTORIA COUNCIL INC. RULES OF ASSOCIATION



**Derived from
Model Rules 2012
THE ASSOCIATIONS INCORPORATIONS REFORM ACT (2012)
(Effective from 26th November 2012)
Constitution of Heartbeat Victoria Council Inc. 1984
Amended 1991**

Approved 2015 AGM held 27 August 2015

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Part 1 PRELIMINARY

1. Name

The name of the Association is HEARTBEAT VICTORIA COUNCIL Inc.

1.1 Association Structure

Heartbeat Victoria Council Inc. is a charitable institution and is endorsed as a deductible gift recipient.

The Board of Management of Heartbeat Victoria Council Inc. controls and manages the business and affairs of Heartbeat Victoria Council Inc. in accordance with The Act and Rules. Branches and Affiliates operate under this organisational structure.

2. Vision, Purposes (Mission) and Objects

2.1 Vision

To be an excellent and well recognised peer support organisation which assists in improving the emotional, social, and physical wellbeing of people living with heart disease or a heart condition.

2.2 Purpose (Mission)

To advise and promote associated support groups in conducting peer support activities for people living with heart disease or condition, to ensure they have a better understanding of the impact of their heart disease or heart condition, how they might seek ongoing services and support in their local area and how to raise funds to improve cardiac services.

2.3 Objects

The objects of Heatbeat Victoria Council Inc. are:

- 2.3.1 To act as a co-ordinating body for and serve impartially Victorian Branches and Affiliates having purposes and objects the same or similar to those set out in these Rules and known by the name “Heartbeat Victoria”, this includes:
 - a. Developing, overseeing, and supporting Branches

- b. Developing and maintaining positive relationships with Affiliates, and
 - c. Assisting in the formation of new Branches and Affiliates connected to health services in the State of Victoria.
- 2.3.2 To provide a network that supports cardiac rehabilitation and promotes maintenance of wellbeing for people who have a heart condition or have had cardiac intervention, and their families and carers, which:
- a. encourages help seeking behaviours, build capability and empower individuals through raising awareness, providing information and support, and
 - b. provide opportunities for friendship and peer support enabling people to:
 - i. be reassured
 - ii. share their story and experiences, and
 - iii. participate in social, education, exercise, meetings and activities.
- 2.3.3 To promote, assist and support community education and health promotion programs that enhance awareness of heart disease and the facilities and services available in the Victorian community.
- 2.3.4 To assist or co-operate with heart researchers in appropriate research programs which foster the advancement of knowledge on the prevention, treatment and rehabilitation heart disease with Members' informed consent.
- 2.3.5 To promote and assist cardiac units, emergency care, cardiac rehabilitation and cardiac related health services in Victoria in a voluntary capacity by accepting, attracting, investing and using any bequest, legacy or gift, funds provided by other foundations, trusts or funding bodies, or fundraising income after the deduction of appropriate administration costs, to:
- a. provide medical equipment, and
 - b. enhance the delivery of care.
- 2.3.6 To do all the things which the Executive Committee or the Board of Management of Heartbeat Victoria Council Inc. may think necessary or desirable to promote the purposes of Heartbeat Victoria Council Inc. for the benefits of its members.
- 2.3.7 To undertake any other activity that remains consistent with the above.

3. Financial Year

The financial year of Heartbeat Victoria Council Inc. is each period of 12 months ending on "30 June".

4. Definitions

- 4.1 **Annual community meeting:** means the annual meeting of a Branch.

- 4.2 **Board of Management means:** meeting only of members elected to the Board of Management of Heartbeat Victoria Council Inc.
- 4.3 **The Board means:** the committee who have management of the business of Heartbeat Victoria Council Inc.
- 4.4 **Board member means:** a member of the Board elected or appointed in accordance with the Rules.
- 4.5 **The Executive means:** the office bearers of the Board of Management.
- 4.6 **Affiliate means:** a separate legal entity (incorporated) which is approved for membership of Heartbeat Victoria Council Inc. pursuant to PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES and which is permitted to use the word “Heartbeat” in its name.
- 4.7 **Branch means:** an unincorporated group of people who are approved to operate a Branch of Heartbeat Victoria Council Inc. pursuant to PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES and who are permitted to use the word “Heartbeat” as part of the Branch name. For the purposes of these Rules a Branch is deemed to be a separate entity.
- 4.8 **Committee of Management means:** meeting only of members elected to the Committee of Management of a Branch (or Affiliate) of Heartbeat Victoria Council Inc.
- 4.9 **The Committee means:** the committee who have management of the business of a Branch (or Affiliate) of Heartbeat Victoria Council Inc.
- 4.10 **Committee member means:** a member of the Committee elected or appointed in accordance with the Rules.
- 4.11 **Community meeting:** means the regular meetings of Branches.
- 4.12 **Delegate:** refers to members of a Branch or Affiliate elected by members at a Branch or Affiliate Annual Community Meeting or Annual General Meeting to represent the Branch or Affiliate at General Meetings of Heartbeat Victoria Council Inc.
- 4.13 **Delegates General Meeting:** Meeting of Heartbeat Victoria Council Inc. Board of Management and elected delegates of Branches or Affiliates.
- 4.14 **Heart condition:** means cardiac event including surgery or other cardiac intervention and cardiac disease in all forms.
- 4.15 **Honorary Life Member:** Means a member, so rewarded in accordance with the Rules.
- 4.16 **Member:** means a member of Heartbeat Victoria Council Inc.
- 4.17 **Membership levy:** means the annual fee set by the Board of Management payable by a Branch or Affiliate and based on the number of members registered at 30 June of the year in which the levy is sent.
- 4.18 **Membership fee:** means the annual fee set by a Branch or Affiliate and charged to registered members.

- 4.19 **Proxy:** the authority to represent someone else, especially in voting.
- 4.20 **Registered Member:** a member of a Branch or Affiliate.
- 4.21 **Related persons:** means members related by blood, marriage, in a domestic relationship, or business partnership.
- 4.22 **Special General Meeting:** means a meeting of all members called to review special resolutions.
- 4.23 **Special resolution:** Means a resolution which requires not less than 75% of the Branch and Affiliate members voting at a Special General Meeting or AGM whether by delegate in person or by proxy to vote in favour of the resolution.
- 4.24 **The Act means:** The Association Incorporation Reform Act 2012 (Vic) and includes the regulations made under that Act.
- 4.25 **The Registrar:** means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- 5.1 Subject to the Act, Heartbeat Victoria Council Inc. has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Without limiting Rule 5.1, Heartbeat Victoria Council Inc. may:
 - a. acquire, hold and dispose of real or personal property
 - b. open and operate accounts with financial institutions
 - c. invest its money in any security in which trust monies may lawfully be invested
 - d. raise and borrow money on any terms and in any manner as it thinks fit
 - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability
 - f. hire and employ staff or any other person and to pay them and other persons in return for services rendered to Heartbeat Victoria Council Inc. by way of salaries and/or gratuities
 - g. appoint agents to transact business on its behalf, and
 - h. enter into any other contract it considers necessary or desirable.
- 5.3 Heartbeat Victoria Council Inc. may only exercise its powers and use its income and assets (including any surplus) for its vision, purposes (mission) and objects.

6. Not for profit organisation

- 6.1 Heartbeat Victoria Council Inc. and its Branches must not distribute any surplus, income or assets directly or indirectly to its members.

- 6.2 Rule 6.1 does not prevent Heartbeat Victoria Council Inc., including a Branch, from paying a member:
- a. reimbursement for expenses properly incurred by the member, or
 - b. for goods or services provided by the member - if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

Heartbeat Victoria Council Inc., a Branch or Affiliate must have at least 5¹ members.

8. Who is eligible to be a member

- 8.1 Any person or organisation that supports the vision, purposes (mission) and objects of Heartbeat Victoria Council Inc. is eligible for membership provided that the membership application is approved by:
- a. the Board of Management in relation to an organisation, or
 - b. the Committee of Management of a Branch in relation to a person².

9. Category of membership

- 9.1 There are 4 categories of membership
- a. Branch
 - b. Affiliate
 - c. Registered member, and
 - d. Honorary Life member.
- 9.2 The Board of Management may determine other categories of membership from time to time.

¹ Model Rules say “minimum 5 members”. In relation to Affiliates – while their Constitution will identify how many members they need to have to operate, HBVC can determine how many members they need to affiliate with it

² Generally this will include people who:

- are awaiting or have had heart surgery
- have an inoperable heart condition
- have a medically treatable heart condition
- are family, friends and carers of people with a heart condition
- have an interest in heart health or the provision of peer support.

10. Application for membership

- 10.1 To apply to become a member of Heartbeat Victoria Council Inc.:
- a. An organisation must submit a written application to a Board Member
 - b. a person must submit a written membership application³ to a committee member of a Branch.
- 10.2 A written membership application⁴ must state that the organisation or person:
- a. wishes to become a member of Heartbeat Victoria Council Inc., and
 - b. supports the purposes of Heartbeat Victoria Council Inc., and
 - c. agrees to comply with these Rules.
- 10.3 The application:
- a. must be signed
 - i. for an organisation by 2 representatives
 - ii. for a person by the applicant, and
 - b. must include a true copy of its current Statement of Aims, Rules or Procedure or Constitution, and any other evidence as the Board of Management may require in relation to its Constitution, membership and activities in the case of affiliate membership
 - c. may be accompanied by the joining fee, if any⁵.

11. Consideration of application

- 11.1 As soon as practicable after an application for membership is received, the Board of Management or Committee of the Branch must:
- a. decide by resolution whether to accept or reject the application.
 - b. notify the applicant in writing of its decision as soon as practicable after the decision is made.
 - c. return any money accompanying the application to the applicant, if the applicant is rejected.
 - d. No reason need be given for the rejection of an application.

³ Develop a Membership application form that can be used by Branches and Affiliates, TECHNICALLY for the Affiliates people would both apply to be a member of the separately incorporated Affiliate and the HBVC.

⁴ Refer to membership application form in the policy and procedure manual.

⁵ The joining fee is the fee (if any) determined by the Association under Section 12(3).

12. New membership

- 12.1 If an application for membership is approved by the Board of Management or a Branch Committee:
- a. the resolution to accept the membership must be recorded in the minutes of the Board or Committee, and
 - b. the Secretary of the Board of Management or Branch must, as soon as practicable, enter the member class, organisation or affiliation, name and address of the new member, and the date of becoming a member, in the register of members.
- 12.2 An organisation or person becomes a member of Heartbeat Victoria Council Inc. and, subject to rule 13.2, is entitled to exercise rights of membership from the date, whichever is the later, on which:
- a. the Board of Management or the Branch Committee of Management approves the organisation or person's membership, and
 - b. the organisation or person pays the joining fee, if any.

13. Membership levy and fees

- 13.1 Heartbeat Victoria Council Inc. Board of Management must:
- a. set the annual membership levy before the end of the financial year for the following financial year⁶
 - b. forward an annual membership levy account to the Branches and Affiliates which is based on the number of registered members at the end of the financial year
 - c. set an insurance levy for Branches and Affiliates which require volunteer insurance⁷, and
 - d. forward an insurance levy account and ensure Branches and Affiliates are aware of their rights and obligations.
- 13.2 A Heartbeat Victoria Council Inc. Branch must:
- a. determine the annual membership fee at their meeting immediately following the commencement of the financial year taking into account the Board levy, insurance levy and the financial situation of the Branch, and
 - b. pay the annual membership levy and insurance levy within one month of being asked by the Board of Management.
- 13.3 A Heartbeat Victoria Council Inc. Affiliate must pay the annual membership levy and insurance levy within one month of being asked by the Board of Management.
- 13.4 A registered member must pay the annual membership fee within one month of being asked by the Branch.

⁶ This levy is based on the overhead costs of the organisation. Model Rules say this should be set at the AGM.

⁷ Timing of this will depend on when it has been taken out – consider details being included on the Policy and Procedures Manual.

- 13.5 If a member does not pay in time, their membership will be suspended until the subscription is paid. When a membership is suspended, a member cannot exercise their member rights such as voting at the AGM of the Heartbeat Victoria Council Inc. and/or Branch.

14. General rights and liabilities of members

- 14.1 Members have rights and liabilities as set out in the Act and in these Rules.
- 14.2 Each member's liability is limited to the annual levies or annual membership fees.
- 14.3 Subject to Rule 14.5, upon any question arising at a general meeting of Heartbeat Victoria Council Inc., the classes of membership have the following number of votes (if any) ascribed to them:
- a. **Branches** are to be represented by 2 Delegates, each having the right to be present, to debate and to vote at General Meetings on behalf of the Branch
 - b. **Affiliates** are to be represented by 2 Delegates, each having the right to be present, to debate and to vote at General Meetings on behalf of the Affiliate
 - c. **Registered members** have:
 - i. the right to be present and to debate at General Meetings, but have no voting rights unless elected as a delegate for their own Branch or Affiliate or to the Board of Management, and
 - d. **Honorary Life members** have:
 - i. the right to be present and to debate at General Meetings, but have no voting rights unless elected as a delegate for their own Branch or Affiliate or to the Board of Management.
- 14.4 A member of Heartbeat Victoria Council Inc. who is entitled to vote has the right:
- a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules, and
 - b. to submit items of business for consideration at a general meeting, and
 - c. to attend and be heard at general meetings, and
 - d. to vote at a general meeting, and
 - e. to have access to the minutes of general meetings and other documents of the Heartbeat Victoria Council Inc. as provided under rule 71, and
 - f. to inspect the register of members.

- 14.5 A member is entitled to vote if:
- a. more than 10 business days have passed since the organisation became a member of Heartbeat Victoria Council Inc., and
 - b. the member's membership rights are not suspended for any reason.
- 14.6 The rights of a member are not transferable and end when membership ceases.

15. Registered members

- 15.1 Registered members of Heartbeat Victoria Council Inc. include:
- a. an individual person, and
 - b. any other category of member as determined by special resolution at a general meeting.
- 15.2 Registered members have the right to be present, to debate and to vote at meetings of the Branch or Affiliate they are registered with.

16. Honorary Life Membership

- 16.1 Heartbeat Victoria Council Inc. may award an Honorary Life Membership to a member nominated by their Branch or Affiliate that fits the criteria set out by Heartbeat Victoria Council Inc.⁸
- 16.2 The application for Honorary Life Membership must be made in writing to Heartbeat Victoria Council Inc. Board of Management for consideration. The application is to be accompanied by an outline of the significant meritorious service pertaining to the purposes of Heartbeat Victoria Council Inc. over a period of at least fifteen years.
- 16.3 Honorary Life Members so appointed have the rights and privileges of a registered member including the right to vote at meetings of the Branch or Affiliate.
- 16.4 Honorary Life Members will have their annual membership fees waved while continuing as an active member.
- 16.5 Records of active life members will be maintained on the Branch or Affiliate and Heartbeat Victoria Council Inc. Register.

17. Ceasing membership

- 17.1 The membership of
- a. a Branch or Affiliate ceases on resignation, expulsion or if it is wound up or disbanded, and

⁸ Details to be available in the HBVC Policy and Procedure Manual

- b. a person ceases on resignation, expulsion or death.
- 17.2 If an organisation or person ceases to be a member of Heartbeat Victoria Council Inc. the Secretary of:
- a. the Board of Management, or
 - b. the Branch or Affiliate
- must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18. Resigning as a member

- 18.1 A member may resign by giving notice in writing:
- a. an organisational member must provide this notice to the Heartbeat Victoria Council Inc., and
 - b. a registered member or Honorary Life Member must provide this notice to their Heartbeat Victoria Council Inc. Branch or Affiliate.
- 18.2 A member is taken to have resigned if:
- a. the member's annual subscription is more than 12 months in arrears, or
 - b. where no annual levy or membership is payable⁹:
 - i. the Secretary has made a written request to the member to confirm that the organisation wishes to remain a member, and
 - ii. the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

19. Register of members

- 19.1 The Secretary of the Board of Management and the Secretary of each Branch or Affiliate must keep and maintain a register of members that includes: ¹⁰
- a. for each current member:
 - i. the category of membership
 - ii. member's name
 - iii. the address for notice last given by the member
 - iv. the date of becoming a member

⁹ E.g. in the case of an Honorary Life Member

¹⁰ Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

- v. if the member is an Honorary Life Member, a note to that effect, and
 - vi. any other information determined by the Board, and
 - b. for each former member, the date of ceasing to be a member¹¹.
- 19.2 The Secretary of a Branch or Affiliate must provide the Secretary of the Heartbeat Victoria Council Inc. Board of Management with a copy of the register of registered members, in the approved format:
- a. as at 30 June by the 30 July or
 - b. within 5 working days of being requested should it be required for any reporting purposes
- 19.3 A member may request in writing to the Secretary to restrict access to the member's personal information on the register.
- 19.4 The date on which a person ceases to be a member must be entered in the register of members within 14 days of the cessation of membership.
- 19.5 Information about a person who is no longer a member, other than the name of the person and the date on which the person ceased to be a member, must be removed from the register of members within 14 days of the cessation of membership.
- 19.6 The register of members (less any personal information the Secretary has agreed to restrict access to) must be available for inspection by members on the member providing reasons for the inspection and giving reasonable notice to the Board, Branch or Affiliate. Heartbeat Victoria Council Inc., a Branch or Affiliate may require the member to confirm in writing they will only use information for a proper purpose as permitted by the Act. Heartbeat Victoria Council Inc., a Branch or Affiliate may require a fee for any copy of the register provided¹².

Division 2—Disciplinary action

20. Grounds for taking disciplinary action

- 20.1 Heartbeat Victoria Council Inc. Board of Management may take disciplinary action against a member in accordance with this Division if it is determined that the member¹³:
- a. has failed to comply with these Rules or any procedures or policies of the Heartbeat Victoria Council Inc., or
 - b. refuses to support the purposes of Heartbeat Victoria Council Inc., or
 - c. has engaged in behaviour which is causing (or has caused) damage or harm to Heartbeat Victoria Council Inc., a Branch or Affiliate.

¹¹ The format required is detailed in the Policy and Procedures Manual

¹² Refer also to Policy and Procedures Manual

¹³ Consider also referencing Branch or Affiliate here

20.2 A Heartbeat Victoria Council Inc. Branch:

- a. may take disciplinary action against a registered member, in accordance with this Division if it is determined they have acted in accordance with 20.1 (a), (b) or (c), and
- b. must advise Heartbeat Victoria Council Inc. Board of Management that it is taking disciplinary action within 14 days of the decision.

20.3 The Board of Management will develop a disciplinary policy and procedure which is aligned with the Act and clearly sets out:

- a. the roles and responsibilities
- b. timeframes
- c. information to be provided to a member
- d. reporting requirements
- e. guide to decision making, and
- f. appeal rights and linkage to the grievance procedure.

Division 3—Grievance procedure

21. Grievance procedure

21.1 The grievance procedure applies to disputes under these Rules between:

- a. a member and another member
- b. a member and the Board of Management, and
- c. a member and Heartbeat Victoria Council Inc., a Branch or Affiliate¹⁴.

21.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

21.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

21.4 The Board of Management will develop a grievance policy and procedure which is aligned with the Act and clearly sets out:

- a. the roles and responsibilities
- b. appointment of a mediator
- c. timeframes
- d. information to be provided to a member
- e. mediation process
- f. reporting requirements

¹⁴ Affiliates

- g. guide to decision making
- h. failure to resolve a dispute, and
- i. appeal rights.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

22. Holding and Calling Annual General Meetings

- 22.1 The Board of Management must convene an annual general meeting of Heartbeat Victoria Council Inc. to be held within 3 months¹⁵ after the end of each financial year.
- 22.2 The Board may determine the date, time and place of the annual general meeting.
- 22.3 The ordinary business of the annual general meeting is as follows:
- a. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then
 - b. to receive and consider:
 - i. the Annual Report of the Board on the activities of Heartbeat Victoria Council Inc. during the preceding financial year, and
 - ii. the financial statements of Heartbeat Victoria Council Inc. for the preceding financial year submitted by the Board in accordance with Part 7 of the Act, and
 - iii. to elect the members of the Board, and
 - c. to confirm or vary the amounts (if any) of levies payable by Branches and Affiliates.
- 22.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- 22.5 Any Board Member, any Branch or any Affiliate may request the Board of Management to include any matter as an item of special business at the AGM.
- 22.6 A request to include an item of special business pursuant to Rule 22.5 must:
- a. be in writing
 - b. state the general nature of the business to be considered at the meeting and set out the form of the special resolutions
 - c. include:
 - i. the name of the member requesting the item of special business, or
 - ii. the name and signature of the Board Member requesting the item of special business;=, and

¹⁵ The Board aims to have the annual general meeting by the end August – Model Rules say within 5 months of the end of the Financial Year.

- d. be given to the Secretary of the Board not less than 30 days prior to the date of the Annual General Meeting.

23. Special general meetings

- 23.1 Any general meeting of Heartbeat Victoria Council Inc., other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 23.2 The Board of Management may convene a special general meeting whenever it thinks fit.
- 23.3 No business other than that set out in the notice under Rule 25 may be conducted at the meeting¹⁶.

24. Special general meeting held at request of members

- 24.1 The Board must convene a special general meeting if a request to do so is made in accordance with Rule 24.2 by at least 20 % of the total number of members with voting rights.
- 24.2 A request for a special general meeting must:
 - a. be in writing
 - b. state the general nature of the business to be considered at the meeting and set out the form of the special resolutions
 - c. include:
 - i. the name of the member requesting the item of special business, and/or
 - ii. the name/names and signature/signatures of the Board Members requesting the item of special business, and
 - d. be given to the Secretary.
- 24.3 If the Board of Management does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 24.4 A special general meeting convened by members under Rule 24.3:
 - a. must be held within 3 months after the date on which the original request was made, and
 - b. may only consider the business stated in that request.
- 24.5 Heartbeat Victoria Council Inc. must reimburse all reasonable expenses incurred by the members convening a special general meeting under Rule 24.3.

¹⁶ General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

25. Notice of general meetings

- 25.1 The Secretary (or, in the case of a special general meeting convened under Rule 24.3, the members convening the meeting) must give to each member entitled to vote of Heartbeat Victoria Council Inc.:
- a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting, or
 - b. at least 14 days' notice of a general meeting in any other case.
- 25.2 The notice must:
- a. specify the date, time and place of the meeting, and
 - b. indicate the general nature of each item of business to be considered at the meeting, and
 - c. if a special resolution is to be proposed:
 - i. state in full the proposed resolution, and
 - ii. state the intention to propose the resolution as a special resolution, and
 - d. specify the manner and time for the receipt of proxies¹⁷.
- 25.3 The non-receipt of notice of a general meeting or proxy form by any person entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if the non-receipt or failure occurred by accident or error.
- 25.4 A person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

26. Quorum at general meetings

- 26.1 No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- 26.2 A quorum consists of at least 5 delegates who represent not less than 50% of the members¹⁸ and who are entitled to vote and present (physically, by proxy or as allowed under Rule 27) at the meeting¹⁹.
- 26.3 If a quorum is not present within 30 minutes after the time appointed for:
- a. a general meeting, the meeting stands adjourned to the day and at the time and place that the Board of Management decides at the meeting or, if the Board of

¹⁷ Form in Policy and Procedures Manual.

¹⁸ Branches and Affiliates are only able to vote.

¹⁹ The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote (The Model Rules).

Management does not make a decision, to the same day in the next week at the same time and place.

- b. in the case of a meeting convened by, or at the request of, members under Rule 24 - the meeting must be dissolved²⁰.

26.4 If at the adjourned meeting under Rule 26.3(b), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

27. Use of technology²¹

27.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

27.2 For the purposes of this Part, a member participating in a general meeting as permitted under Rule 27.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

28. Proxies

28.1 A delegate may appoint another registered member of their Branch or Affiliate or the Chairperson, where no other registered member is able to attend, as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.

28.2 The appointment of a proxy must be in writing and signed by the delegate making the appointment.

28.3 The delegate appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the delegate in any matter as they see fit.

28.4 Notwithstanding that the Board has approved a form for the appointment of a proxy, if the member does not have access to this form, they may use any other form that clearly identifies:

- a. the person appointed as the member's proxy
- b. directions for voting where a resolution is known and the delegate is clear about their decision, and
- c. that has been signed by the member.

28.5 Notice of a general meeting given to a member under Rule 25 must:

²⁰ If a meeting convened by, or at the request of, members is dissolved under this Rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Rule 32

²¹ It is possible to hold a meeting where everyone is joined by technology and are in different locations. Refer to Policy and Procedures Manual for guidance on good practice.

- a. state that the member may appoint another member as a proxy for the meeting, and
 - b. include a copy of any form that the Board of Management has approved for the appointment of a proxy.
- 28.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 28.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Board of Management no later than 24 hours before the commencement of the meeting.

29. Chairperson of general meetings

- 29.1 The chairperson of the Board of Management must preside as chairperson at a general meeting if:
 - a. present within 15 minutes after the time appointed for the meeting, and
 - b. willing to act.
- 29.2 If there is no chairperson of the Board of Management or both the conditions in Rule 26.1 have not been met, the members present must elect another chairperson of the meeting.
- 29.3 A chairperson elected under rule 26.1 must be:
 - a. another Board of Management member who is present and willing to act, or
 - b. if no other Board of Management member present at the meeting is willing to act, a member who is present and willing to act.

30. Conducting and adjourning general meetings

- 30.1 A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- 30.2 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place. Without limiting sub-rule (35.2), a meeting may be adjourned:
 - a. if there is insufficient time to deal with the business at hand, or
 - b. to give the members more time to consider an item of business.²².
- 30.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

²² For example: The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- 30.4 Where a meeting is adjourned for 30 days²³ or more, notice of the adjourned meeting must be given as for an original meeting - Rule 25.
- 30.5 Where a meeting is adjourned, the Board of Management may change the venue of, or postpone or cancel, the adjourned meeting.

31. Decisions at general meetings

- 31.1 Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present (including by proxy, if permitted) at the meeting. Such a decision is for all purposes a decision of the members.
- 31.2 A resolution put to the vote of a general meeting must be decided as the chairperson determines unless, before the vote is taken or before or immediately after the declaration of the result of the vote, a poll²⁴ is demanded by:
- a. the chairperson of the meeting, or
 - b. 3 or more members²⁵.
- 31.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 31.4 A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- 31.5 Unless a poll is duly demanded, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
- a. Carried, or,
 - b. carried unanimously, or
 - c. carried by a particular majority, or
 - d. lost,
- and an entry to that effect in the book containing the minutes of the proceedings of Heartbeat Victoria Council Inc., is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 31.6 If a poll is demanded by three or more members on any question:
- a. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting, and
 - b. the Chairperson must declare the result of the resolution on the basis of the poll.

²³ The Model Rules say 14 days.

²⁴ where votes are cast in writing.

²⁵ I.e. delegates from 3 different Branches or Affiliates.

- 31.7 A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- 31.8 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.
- 31.9 The demand for a poll may be withdrawn.

32. Special resolutions

- 32.1 A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution²⁶.

33. Voting at general meeting

- 33.1 On any question arising at a general meeting:
 - a. subject to Rule 33.3, each Delegate who is entitled to vote has one vote, and
 - b. Delegates may vote personally or by proxy, and
 - c. except in the case of a special resolution, the question must be decided on a majority of votes.
- 33.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 33.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

34. Minutes of general meeting

- 34.1 The Board of Management of Heartbeat Victoria Council Inc. must ensure that minutes are taken and kept of each general meeting.
- 34.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 34.3 In addition, the minutes of each annual general meeting must include:
 - a. the names of the members attending the meeting, and
 - b. proxy forms given to the Chairperson of the meeting under Rule 28.6, and
 - c. the financial statements submitted to the members in accordance with Rule 26.3(b)(ii), and

²⁶ The Model Rules state: In addition to certain matters specified in the Act, a special resolution is required:

- a. to remove a committee member from office
- b. to alter these Rules, including changing the name or any of the purposes of the Association.

- d. the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of Heartbeat Victoria Council Inc., and
- e. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD OF MANAGEMENT

Division 1—Powers of the Board

35. Role, powers and duties of the Board of Management

- 35.1 The business of Heartbeat Victoria Council Inc. must be managed by or under the direction of a Board of Management.
- 35.2 The Board of Management may exercise all the powers of Heartbeat Victoria Council Inc. except those powers that these Rules or the Act require to be exercised by general meetings of the members. The Board of Management may:
 - a. appoint, employ or engage any person and delegate the powers, discretions and duties vested in or exercisable by the Board of Management members, on the terms the Board of Management members decide other than:
 - i. this power of delegation; or
 - ii. a duty imposed on the Board of Management by the Act or any other law.
 - b. approve an application from an organisation, having purposes similar to Heartbeat Victoria Council Inc., as a Branch or Affiliate
 - c. establish subcommittees consisting of members with terms of reference it considers appropriate
 - d. any delegation must be in writing and may be subject to the conditions and limitations the Board of Management considers appropriate, and
 - e. subject to any contract between the Heartbeat Victoria Council Inc. and the relevant person, remove or dismiss the person at any time, with or without cause.
- 35.3 The Board of Management members must exercise their powers and discharge their duties:
 - a. set out in these Rules, the Act and in the regulations of the *Australian Charities and Not-for-profits Commission Act 2012* and must as soon as practicable after being elected or appointed to the Board of Management, become familiar with these, and
 - b. by managing the Heartbeat Victoria Council Inc.'s affairs and carrying out the purposes of Heartbeat Victoria Council Inc. in good faith and the best interests of

Heartbeat Victoria Council Inc. subject to the Act, *Australian Charities and Not-for-profits Commission Act 2012* and these Rules.

- 35.4 Board members and former board members must not make improper use of:
- a. their position, or
 - b. information acquired by virtue of holding their position,
- so as to gain an advantage for themselves or any other person or to cause detriment to Heartbeat Victoria Council Inc.²⁷
- 35.5 In addition to any duties imposed by these Rules, a board member must perform any other duties imposed from time to time by resolution at a general meeting.

Division 2—Composition of the Board and duties of identified positions

36. Composition of the Board

- 36.1 The Board of Management members will be those persons who were Board members immediately before the adoption of these Rules.
- 36.2 The Board of Management consists of:
- a. a President²⁸
 - b. a Vice-President
 - c. a Secretary
 - d. an Assistant Secretary
 - e. a Treasurer
 - f. an Assistant Treasurer, and
 - g. ordinary members including delegates of Branches and Affiliates elected under Rule 42.
- 36.3 The minimum number of Board of Management members is 7²⁹. The maximum number of Board of Management members is to be fixed by the Board of Management, but may not be more than 11³⁰, unless Heartbeat Victoria Council Inc. in a general meeting resolves otherwise.

²⁷ See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

²⁸ The president is the chairperson.

²⁹ Under the current Constitution it is the officers of the Association (4) and 4 ordinary members; usually you would have an odd number of members.

³⁰ Suggested figures only - based on effective size of committees.

- 36.4 The Board of Management may adopt a composition policy which provides for the skills desired on the Board of Management, a process of review, a nomination³¹ process by the members and any maximum term.
- 36.5 The Board may appoint any individual as a Board of Management member, either to fill a casual vacancy or as an addition to the existing Board of Management members, provided:
- a. the number of Board of Management members does not exceed the maximum number fixed under Rule 36.3
 - b. the Board of Management has at least 6³² members who are delegates of a Branch or Affiliate, and
 - c. before their appointment, the proposed Board of Management member signs a consent to act³³ as a Board of Management member.
- 36.6 The Board of Management may co-opt additional members with expertise for a special purpose as necessary and as approved by the Board.
- 36.7 To be eligible to be a Board of Management member the person must not be disqualified from being a responsible entity under the Australian Charities and Not for Profit Commission Act (Cth).
- 36.8 The Board of Management members hold office until they cease to be a Board of Management member under Vacation of Office - Rule 45 or until their office is vacated in accordance with Rule 39.2 (whichever is the earlier).

37. General Duties of Nominated Positions

37.1 President and Vice-President

- a. Subject to Rule 37.1(b), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- b. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - i. in the case of a general meeting - a member delegate elected by the other member delegates present, or

³¹ Nomination form required in Policy and Procedures Manual.

³² If max 11 members this could indicate that 6 positions are delegates and therefore other positions can be drawn from a skill base which would enable recruitment of members who have an interest in the work of the organisation but have skills such as accounting, the law, fundraising, peer support, marketing and promotion, technology etc.

³³ To be included in Policy and Procedures Manual.

- ii. in the case of a Board of Management meeting - a board member elected by the other board members present.

37.2 Secretary and Assistant Secretary

- a. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- b. The Secretary must:
 - i. maintain the register of members in accordance with Rule 19
 - ii. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule (59.3) all books, documents and securities of Heartbeat Victoria Council Inc. in accordance with Rule 63 and Rule 67
 - iii. subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents
 - iv. perform any other duty or function imposed on the Secretary by these Rules, and
 - v. lodge documents of Heartbeat Victoria Council Inc. with the Registrar and the Australian Not for Profit and Charities Commission.
- c. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- d. The Assistant Secretary must:
 - i. develop a thorough understanding of the role and responsibilities of the Secretary required under law
 - ii. assist the Board Secretary in discharging their duties as required, and
 - iii. perform the duties of the Board Secretary in a relief capacity in the absence of the Board Secretary.

37.3 Treasurer and Assistant Treasurer

- a. The Treasurer must:
 - i. receive all moneys paid to or received by the Heartbeat Victoria Council Inc. and issue receipts for those moneys in the name of the Heartbeat Victoria Council Inc.
 - ii. ensure that all moneys received are paid into the account of the Heartbeat Victoria Council Inc. within 10 working days after receipt
 - iii. make any payments authorised by the Board of Management or by a general meeting of the Heartbeat Victoria Council Inc. from the Heartbeat Victoria Council's funds, and

- iv. ensure cheques are signed by at least 2 unrelated Board members or in the case of approved electronic funds transfer ensure the receipt is signed by 2 unrelated Board members.
- b. The Treasurer must:
 - i. ensure that the financial records of Heartbeat Victoria Council Inc. are kept in accordance with the Act, and
 - ii. co-ordinate the preparation of the financial statements of Heartbeat Victoria Council Inc. and their certification by the Board of Management prior to their submission to the annual general meeting of the Association.
- c. The Treasurer must ensure that at least one other Committee of Management member has access to the accounts and financial records of Heartbeat Victoria Council Inc.
- d. The Assistant Treasurer:
 - i. will develop a thorough understanding of the role and responsibilities of the Treasurer required under law
 - ii. will assist the Board Treasurer in discharging his or her duties as required, and
 - iii. may perform the duties of the Board Treasurer in a relief capacity in the absence of the Board Treasurer.

Division 3—Election of Board members and tenure of office

38. Who is eligible to be a Board of Management member

- 38.1 A member is eligible to be elected or appointed as a Board member if the member:
- a. is a nominated delegate of a Branch or Affiliate
 - b. is a current registered member of a Branch or Affiliate, and
 - c. is 18 years or over.

39. Positions to be declared vacant

- 39.1 This Rule applies to:
- a. the first annual general meeting of Heartbeat Victoria Council Inc. after its incorporation, or
 - b. any subsequent annual general meeting of Heartbeat Victoria Council Inc., after the annual report and financial statements of the Heartbeat Victoria Council Inc. have been received.

- 39.2 The Chairperson of the meeting must declare all positions on the Board of Management vacant and hold elections for those positions in accordance with Rule 40, Rule 41, Rule 42, Rule 43 Rule 44 and Rule 45.

40. Nominations

- 40.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 40.2 Nominations for positions on Heartbeat Victoria Council Inc. Board of Management may be received from:
- a. a registered member, or
 - b. a Branch or Affiliate or another member, with the consent of the registered member.
- 40.3 Each Branch or Affiliate can nominate one candidate only for each office to be filled.
- 40.4 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- 40.5 Where a registered member who is a Delegate is elected as an officer of the Board, the officer ceases to be counted as a Delegate and the Branch or Affiliate is entitled to appoint a further delegate or registered member to the Board.

41. Election of Nominated Positions

- 41.1 At the annual general meeting, separate elections must be held for each of the following positions where the position is vacant in accordance with Rule 43:
- a. President
 - b. Vice-President
 - c. Secretary
 - d. Assistant Secretary
 - e. Treasurer, and
 - f. Assistant Treasurer.
- 41.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 41.3 If more than one member is nominated, a ballot must be held in accordance with Rule 43.
- 41.4 On his or her election, the new President may take over as Chairperson of the meeting.

42. Election of members and delegates

- 42.1 The annual general meeting must in accordance with Rule 38 and Rule 44 elect members to the Board of Management³⁴.
- a. A single election may be held to fill all of those positions
 - b. If the number of members nominated for the position of delegate or ordinary committee member positions is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position, and
 - c. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 43.

43. Ballot

- 43.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 43.2 The returning officer must not be a member nominated for the position.
- 43.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 43.4 The election must be by secret ballot
- 43.5 The returning officer must give a blank piece of paper to:
- a. each member present in person, and
 - b. each proxy appointed by a member.
- 43.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 43.7 If the ballot is for more than one position:
- a. the voter must write on the ballot paper the name of each candidate for whom they wish to vote, and
 - b. the voter must not write the names of more candidates than the number to be elected.
- 43.8 Ballot papers that do not comply with Rule 43.7(b) are not to be counted.
- 43.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 43.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

³⁴ The Model Rules identify 1 year, however 2 years will provide some continuity.

- 43.11 If the returning officer is unable to declare the result of an election under Rule 43.10 because 2 or more candidates received the same number of votes, the returning officer must:
- a. conduct a further election for the position in accordance with Rules 43.4 to Rule 42.10 to decide which of those candidates is to be elected, or
 - b. with the agreement of those candidates, decide by lot which of them is to be elected³⁵.

44. Term of office

- 44.1 Subject to Rule 44.2, Rule 44.3 and Rule 45, a board member holds office until the positions of the Board are declared vacant at the end of the term of appointment for the position.
- 44.2 Board of Management members hold office until the Annual General Meeting two (2) years after they have been elected when they must retire³⁶.
- 44.3 A board member may be re-elected for up to three (3) terms.
- 44.4 A general meeting of Heartbeat Victoria Council Inc. may:
- a. by special resolution remove a committee member from office, and
 - b. elect an eligible person of Heartbeat Victoria Council Inc. to fill the vacant position in accordance with this Division.
- 44.5 A member who is the subject of a proposed special resolution under Rule 44.4(a) may make representations in writing to the Secretary or President of Heartbeat Victoria Council Inc. (not exceeding a reasonable length) and may request that the representations be provided to the members of Heartbeat Victoria Council Inc.
- 44.6 The Secretary or the President may give a copy of the representations to each member of the Heartbeat Victoria Council Inc. or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

45. Vacation of office

- 45.1 A Board member may resign from the Board by written notice addressed to the Committee.

³⁵ The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

³⁶ A Board member may not hold the office of Secretary if they do not reside in Australia.

- 45.2 A person ceases to be a Board member if he or she:
- a. ceases to be a member of Heartbeat Victoria Council Inc.
 - b. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 30, or
 - c. otherwise ceases to be a committee member by operation of Section 78 of the Act.

46. Filling casual vacancies

- 46.1 The Board of Management may appoint an eligible member of Heartbeat Victoria Council Inc. to fill a position on the Board that:
- a. has become vacant under Rule 45, or
 - b. was not filled by election at the last annual general meeting.
- 46.2 If the position of Secretary becomes vacant, the Board of Management must appoint a member to the position within 14 days after the vacancy arises³⁷.
- 46.3 Rule 44 applies to any Board member appointed by the Board under Rule 46.1 or Rule 46.2).
- 46.4 The Board of Management may continue to act despite any vacancy in its membership.

Division 4—Meetings of the Board

47. Meetings of the Board

- 47.1 The Board must meet at least 3 times in each year at the dates, times and places determined by the Board.
- 47.2 The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of Heartbeat Victoria Council Inc. at which the members of the Board were elected.
- 47.3 Special board meetings may be convened by the President or by any 4 members of the Board.

48. Notice of meetings

- 48.1 Notice of each board meeting must be given to each board member no later than 7 days before the date of the meeting.

³⁷ Model Rules

- 48.2 Notice may be given of more than one board meeting at the same time.
- 48.3 The notice must state the date, time and place of the meeting.
- 48.4 If a special meeting is convened, the notice must include the general nature of the business to be conducted.
- 48.5 The only business that may be conducted at the meeting is the business for which the meeting is convened

49. Urgent meetings

- 49.1 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 48 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- 49.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 49.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

50. Procedure and order of business

- 50.1 The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 50.2 The order of business may be determined by the members present at the meeting.

51. Use of technology

- 51.1 A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.
- 51.2 For the purposes of this Part, a board member participating in a board meeting as permitted under Rule 51.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

52. Quorum

- 52.1 No business may be conducted at a Board meeting unless a quorum is present.

- 52.2 The quorum for a board meeting is the presence (in person or as allowed under Rule 51) of a majority of the board members holding office.
- 52.3 If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:
- a. in the case of a special meeting - the meeting lapses, or
 - b. in any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 48.

53. Voting

- 53.1 On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- 53.2 A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- 53.3 Rule 53.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- 53.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 53.5 Voting by proxy at a Board meeting is not permitted³⁸.

54. Conflict of interest

- 54.1 A board member who has a material personal interest or pecuniary interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- 54.2 The member:
- a. must not be present while the matter is being considered at the meeting, and
 - b. must not vote on the matter³⁹.

³⁸ Model Rules state “voting by proxy is not permitted”.

³⁹ Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This rule does not apply to a material personal interest:

- a. that exists only because the member belongs to a class of persons for whose benefit the Association is established, or

55. Minutes of meeting

55.1 The Board must ensure that minutes are taken and kept of each board meeting.

55.2 The minutes must record the following:

- a. the names of the members in attendance at the meeting
- b. the business considered at the meeting
- c. any resolution on which a vote is taken and the result of the vote, and
- d. any material personal interest disclosed under Rule 54.

56. Leave of absence

56.1 The Board may grant a board member leave of absence from Board meetings for a period not exceeding 5 months.

56.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

57. Source of funds

The funds of Heartbeat Victoria Council Inc. may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

58. Management of funds

58.1 Heartbeat Victoria Council Inc. must open an account with a financial institution from which expenditure of Heartbeat Victoria Council Inc. is made and into which Heartbeat Victoria Council Inc.'s revenue is deposited.

58.2 The Board of Management must pass necessary resolutions to enable suitable officers of each Branch to operate an account with a financial institution.

58.3 Subject to any restrictions imposed by a general meeting of Heartbeat Victoria Council Inc., the Board may approve expenditure on behalf of Heartbeat Victoria Council Inc.

-
- b. that the member has in common with all, or a substantial proportion of, the members of the Association.

- 58.4 The Board or Committee may authorise the Treasurer to expend funds on behalf of Heartbeat Victoria Council Inc. or Branch (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended⁴⁰.
- 58.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 unrelated Board or Committee members, in the case of electronic funds transfer a receipt must be signed by 2 unrelated Board or Committee members.
- 58.6 All funds of Heartbeat Victoria Council Inc. must be deposited into the financial account of Heartbeat Victoria Council Inc. or a Branch no later than 10 working days⁴¹ after receipt.
- 58.7 With the approval of the Board or Branch Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction⁴².

59. Financial records

- 59.1 Heartbeat Victoria Council Inc. and its Branches must keep financial records that:
- a. correctly record and explain its transactions, financial position and performance, and
 - b. enable financial statements to be prepared as required by the Act.
- 59.2 Heartbeat Victoria Council Inc. and its Branches must retain the financial records for 7 years after the transactions covered by the records are completed.
- 59.3 The Treasurer of the Board or Branch Committees must keep in his or her custody, or under his or her control:
- a. the financial records for the current financial year, and
 - b. any other financial records as authorised by the Board.

60. Financial statements

- 60.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of Heartbeat Victoria Council Inc. are met.
- 60.2 Without limiting Rule 60.1, those requirements include:

⁴⁰ Refer to Policy and Procedures Manual for delegated authority.

⁴¹ Previously asked if this is reasonable amount of time.

⁴² Refer to the form of this record in the Policy and Procedures Manual.

- a. the preparation of the financial statements
- b. if required, the review or auditing of the financial statements
- c. the certification of the financial statements by the Board
- d. the submission of the financial statements to the annual general meeting of Heartbeat Victoria Council Inc.
- e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee, and
- f. The lodgement with the Australian Charities and Not for Profit Commission (ACNC).

PART 7 – RESPONSIBILITIES OF BRANCHES AND AFFILIATES

61. Roles and Responsibilities of Branches

- 61.1 Branches of Heartbeat Victoria Council Inc. established under Rule 2, vision, purpose (mission) and objects must elect a Committee of Management for the conduct and furtherance of the vision, purpose (mission) and objects of Heartbeat Victoria Council Inc. in their town, city or regional area.
- 61.2 A Branch will be permitted to use the name of “Heartbeat” in conjunction with its operations provided that this permission lapses and the must name is to be relinquished if the Branch is wound up, disbanded or for any other reason that Heartbeat Victoria Council Inc. directs in writing⁴³.
- 61.3 The Committee of Management must:
 - a. Consist of at least 5 registered members⁴⁴, and
 - b. Conduct their operations in accordance with the Rules and Policy and Procedures Manual of Heartbeat Victoria Council Inc.
- 61.4 The Annual Community Meeting of all Branches of Heartbeat Victoria Council Inc. will be held during July each year.
- 61.5 Only active members of a Branch are eligible to vote. An active member is a person who has attended at least half of the community meetings held within a year.
- 61.6 Each Branch must:
 - a. forward to the Secretary of the Board of Management a copy of its Annual Report and Annual Financial Statement by 31 July each year⁴⁵

⁴³ For example disqualification as a member.

⁴⁴ Generally this will include the following positions: President, Secretary, Treasurer and 2 – 5 x ordinary members who may undertake specific portfolios such as Communications and Media, Fundraising Coordinator.

⁴⁵ In the format provided in the Policy and Procedures Manual, electronic version preferred.

- b. nominate 2⁴⁶ active registered members to be delegates with voting rights at General Meetings of Heartbeat Victoria Council Inc.⁴⁷
- c. advise the Secretary of the Board of Management the names and contact details of its office bearers and delegates, and any additions and alterations
- d. maintain a register of registered members and forward a copy of the register to the Board of Management in accordance with Part 3 Division 1. Membership
- e. be guided by Part 4 – General Meetings of the Association in the way they call, conduct and record their Community Meetings and Annual Community Meeting
- f. forward a copy of the financial statements to Heartbeat Victoria Council Inc. Treasurer within 14 days of the end of a quarter, in accordance with Part 6 Financial Matters
- g. forward a copy of minutes of Branch meetings to the Heartbeat Victoria Council Inc. Secretary within 14 days of that meeting, and
- h. notify Heartbeat Victoria Council Inc. Secretary if there are less than 5 registered members within 14 days in order for the Board of Management to determine whether the Branch will recess or close.

61.7 In the event of a Branch being unable to function in accordance with these Rules, the Board of Management shall have the power to recess or close the Branch and secure the assets of the Branch

- a. in the event of recess of a Branch the Board of Management has the power to take possession of the assets of the Branch until the Branch is totally functional in accordance with the Rules, and
- b. in the event of closure of a Branch the Board of Management must secure all assets and shall honour the payment of funds held and already committed by the Branch and must also offer all remaining funds held by the Branch to the health services it worked with and supported in its town, city or region.

62. Roles and Responsibilities of Affiliates

- 62.1 Affiliates of Heartbeat Victoria Council Inc. established under Rule 2, vision, purpose (mission) and objects must elect a Committee of Management for the conduct and furtherance of the vision, purpose (mission) and objects of Heartbeat Victoria Council Inc. in their town, city or regional area.
- 62.2 An Affiliate will be permitted to use the name of “Heartbeat” in conjunction with its operations provided that this permission lapses and the name must be relinquished if the Affiliate is wound up, disbanded or for any other reason that Heartbeat Victoria Council Inc. directs in writing⁴⁸.

⁴⁶ Refer to Policy and Procedures Manual – as Branches and Affiliate delegates can nominate a proxy, there is no need to say 4 delegates, however, each Branch or Affiliate may choose to identify 4 people so it is clear who the proxies are.

⁴⁷ Other registered members may be present at meetings.

⁴⁸ For example disqualification as a member.

62.3 Each Affiliate must:

- a. forward to the Secretary of the Board of Management a copy of its Annual Activity Report 31 July each year⁴⁹
- b. nominate 2⁵⁰ active members to be delegate with voting rights at General Meetings of Heartbeat Victoria Council Inc.⁵¹
- c. advise the Secretary of the Board of Management the names and contact details of its office bearers and delegates, and any additions and alterations
- d. maintain a register of registered members and forward a copy of this register to the Board of Management in accordance with Part 3 Division 1 Membership, and
- e. notify Heartbeat Victoria Council Inc. Secretary if there are less than 5 registered members within 14 days in order for the Board of Management to determine whether the Affiliate will cease to be a member.

PART 8 —GENERAL MATTERS

63 Common seal

63.1 Heartbeat Victoria Council Inc. may have a common seal.

63.2 If Heartbeat Victoria Council Inc. has a common seal:

- a. the name of Heartbeat Victoria Council Inc. must appear in legible characters on the common seal
- b. a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members, and
- c. the common seal must be kept in the custody of the Board of Management Secretary.

64 Registered address

64.1 The registered address of Heartbeat Victoria Council Inc. is:

- a. the address determined from time to time by resolution of the Board, or
- b. if the Board has not determined an address to be the registered address - the postal address of the Secretary.

⁴⁹ In the format provided in the Policy and Procedures Manual, electronic version preferred. I don't think you need their financial statement – and this may not be the independently incorporated associations annual report rather one to HBVC has identified.

⁵⁰ Refer to Policy and Procedure Manual – as Branches and Affiliate delegates can nominate a proxy, there is no need to say 4 delegates, however, each Branch or Affiliate may choose to identify 4 people so it is clear who the proxies are.

⁵¹ Other registered members may be present at meetings.

65 Notice requirements

- 65.1 Any notice required to be given to a member, board member, committee member or delegate under these Rules may be given:
- a. by handing the notice to the member personally
 - b. by sending it by post to the member at the address recorded for the member on the register of members, or
 - c. by email or facsimile transmission.
- 65.2 Rule 65.1 does not apply to a notice given under Rule 48.
- 65.3 Any notice required to be given to Heartbeat Victoria Council Inc. or the Board may be given
- a. by handing the notice to a member of the Board
 - b. by sending the notice by post to the registered address
 - c. by leaving the notice at the registered address, or
 - d. if the Board determines that it is appropriate in the circumstances:
 - i. by email to the email address of Heartbeat Victoria Council Inc. or the Secretary, or
 - ii. by facsimile transmission to the facsimile number of Heartbeat Victoria Council Inc. or the Secretary⁵².

66 Policy and Procedures Manual

- 66.1 Heartbeat Victoria Council Inc. Policy and Procedures Manual consists of all the decisions reached by the Board of Management in accordance with the Rules on any subject concerning the furtherance of Heartbeat Victoria Council Inc.
- 66.2 The Policy and Procedures Manual can be added to or altered at any meeting of the Board of Management. These alterations or additions will then become Policy from the date of the meeting.
- 66.3 Branches and Affiliates must be advised within 21 days of changes to the Policy and Procedures Manual by Heartbeat Victoria Council Inc. Secretary⁵³.

⁵² Added the Secretary, not in Model Rules

⁵³ A copy may be sent for inclusion in the Branch or Affiliates hard copy, or an updated electronic copy of the manual may be forwarded and/or updated for access on the website.

67. Custody and inspection of books and records

- 67.1 Members may on request inspect free of charge⁵⁴:
- a. the register of members⁵⁵
 - b. the minutes of general meetings, and
 - c. subject to Rule 67.2, the financial records, books, securities and any other relevant documents of Heartbeat Victoria Council Inc., or their Branch, including minutes of Board or Branch meetings.
- 67.2 The Board may refuse to permit a member to inspect records of the Heartbeat Victoria Council Inc. that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of Heartbeat Victoria Council Inc.
- 67.3 The Board must on request make copies of these Rules available to members and applicants for membership free of charge.
- 67.4 Subject to Rule 67.2, a member may make a copy of any of the other records of Heartbeat Victoria Council Inc. referred to in this Rule and Heartbeat Victoria Council Inc. may charge a reasonable fee for provision of a copy of such a record.
- 67.5 For purposes of this Rule—**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of Heartbeat Victoria Council Inc. and includes the following:
- a. its membership records
 - b. its financial statements
 - c. its financial records, and
 - d. records and documents relating to transactions, dealings, business or property of Heartbeat Victoria Council Inc.

68. Winding up and cancellation

- 68.1 Heartbeat Victoria Council Inc. may be wound up voluntarily by special resolution.
- 68.2 In the event of the winding up or the cancellation of the incorporation of Heartbeat Victoria Council Inc., the surplus assets of Heartbeat Victoria Council Inc. must not be distributed to any members or former members of Heartbeat Victoria Council Inc.

⁵⁴ Also refer to Rule 19 regarding charges which can be imposed.

⁵⁵ See note following Rule 19.

- 68.3 Subject to the Act and any court order made under Section 133 of the Act, the surplus assets must be given to a body that has similar purposes to Heartbeat Victoria Council Inc. and which is not carried on for the profit or gain of its individual members.
- 68.4 The body to which the surplus assets are to be given must be decided by special resolution.

69. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of Heartbeat Victoria Council Inc.⁵⁶

⁵⁶ An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than Rule 1, 2 or 3) are altered, the Association is taken to have adopted its own Rules, not the Model Rules.